

Harbour Capital Advisors, LLC

ADV Part 2A, Firm Brochure

Dated: March 28, 2019

Contact: Kevin G. Hennessy, Chief Compliance Officer
7601 Lewinsville Road, Suite 206
McLean, Virginia 22102
Phone: (703) 992-6164

This brochure provides information about the qualifications and business practices of Harbour Capital Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at (703) 992-6164 or kevin@harbourcapitaladvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Harbour Capital Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Harbour Capital Advisors, LLC as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes made to this Brochure since Harbour Capital Advisors' last ADV Annual Amendment, filed on March 24, 2018.

ANY QUESTIONS: Harbour Capital Advisors' Chief Compliance Officer, Kevin G. Hennessy, remains available to address any questions that an existing or prospective client may have regarding this Brochure.

Item 3 Table of Contents

Item 1	Cover Page.....	1
Item 2	Material Changes.....	2
Item 3	Table of Contents.....	2
Item 4	Advisory Business	3
Item 5	Fees and Compensation	11
Item 6	Performance-Based Fees and Side-by-Side Management	13
Item 7	Types of Clients.....	13
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss.....	14
Item 9	Disciplinary Information	15
Item 10	Other Financial Industry Activities and Affiliations	15
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	15
Item 12	Brokerage Practices	16
Item 13	Review of Accounts.....	18
Item 14	Client Referrals and Other Compensation	19
Item 15	Custody.....	19
Item 16	Investment Discretion.....	20
Item 17	Voting Client Securities.....	20
Item 18	Financial Information	21

Item 4 Advisory Business

- A. Harbour Capital Advisors, LLC (the “Registrant”) is a limited liability company formed on February 24, 2011 in the state of Delaware. The Registrant is owned by Harbour Lights Holding Company, Inc., Elizabeth S. Duff, and Thomas S. Kim. Neil M. Chur is the President of Harbour Lights Holding Company, Inc., as such; Mr. Chur shall direct Harbour Lights Holding Company, Inc.’s participation in relation to its ownership interest in the Registrant. Thomas S. Kim is the Registrant’s Managing Member.
- B.

INVESTMENT MANAGEMENT

The Registrant provides discretionary investment advisory services on a *fee-only* basis. The Registrant offers two levels of investment management services to its clients. The Registrant’s Limited Investment Management Services include only investment management services on a discretionary basis. Whereas clients with a minimum asset level of \$10,000,000 will receive the Registrant’s Family Office Services which include administrative, planning and various other services detailed below, at no additional fee. The Registrant’s annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant’s management between 0.40% and 1.15%.

FAMILY OFFICE SERVICE

The Registrant views the investment advisory process as an integral part of the financial foundation for a family’s lifestyle and legacy. Proper planning is the blueprint that allows clients to achieve their goals. The Registrant takes pride in being the family wealth guardian, trusted counselor and investment specialist. By working closely with family members, the Registrant begins by designing a customized investment plan to suit the unique needs of each client. When developing the investment strategy, the Registrant takes into account all objectives, constraints and risk tolerances that shape life’s priorities. The Registrant’s goal is to provide substantial value to its clients’ lives in specific areas. Sound, comprehensive investment planning and management is at the core of the Registrant’s family office services.

Investment Planning: At the center of the investing process is having clearly defined goals and strategies. A well-defined Investment Policy Statement serves as the cornerstone of the Registrant’s investment approach, and is, perhaps, the most important single document to define and assist a family in identifying its designated goals and objectives. The Registrant will customize investment strategies and asset allocation plans to suit each family’s unique needs and circumstances. Then, continuous oversight and evaluation will allow us to adjust the plan as client’s priorities change or market conditions dictate.

The main components to be agreed upon with each client family include:

- Investment Objective
- Risk Tolerance
- Time Horizon
- Liquidity Requirements
- Tax and Legal Constraints
- Unique Circumstances or Requirements

- Identification of Restricted Securities
- Recommended Asset Allocation
- Appropriate Benchmark

Asset Allocation and Diversification: The Registrant believes asset allocation is one of the most important decisions it will help its clients make. Proper identification and execution of asset allocation is the most effective tool to target risk levels. The Registrant believes in the merit of diversification to mitigate risk as well as to provide opportunities to enhance portfolio returns. This would include utilization of traditional asset classes of stocks and bonds, and less traditional classes of hedge funds, venture capital, private equity and real estate. By allocating to the appropriate mix of investments across a diversified portfolio, the Registrant strives to limit losses and reduce the fluctuations of investment returns without sacrificing potential gains. The Registrant uses sophisticated software utilizing mean variance optimization techniques to generate forecasts of potential outcomes to help guide clients in the asset allocation decision.

Asset Management: The Registrant offers a full range of investments across asset classes through a Core-Satellite approach. The Registrant's experienced portfolio managers will manage the core of domestic, large, liquid, publicly traded securities (stocks, bonds, exchange traded funds ("ETFs"), etc.) and will employ outside managers for the satellites (hedge funds, private equity, international, etc.). This model provides enhanced risk management, portfolio performance, liquidity and a fee structure that are not available in a purely outsourced model.

Investment Reporting: The Registrant remains available to provide each client with comprehensive investment reporting that includes all assets and liabilities, including illiquid assets held outside of its investment management program. Reporting may be customized and will include holdings, transactions, income and expenses, gains and losses, and portfolio performance.

ADMINISTRATION

Families of substantial wealth have more complex balance sheets with potentially wide-ranging risk exposures. The Registrant's clients will benefit from its analysis of each of these exposures.

Financial Statements: The Registrant remains available to prepare balance sheets and income/expense statements for family office service clients. These will include a detailed analysis of related cash flows, risks and potential risk mitigation strategies. The Registrant will not sell insurance products. Instead, this review will include a conflict-free insurance analysis and discussion of insurance coverage with non-related insurance providers.

Legal Review: The Registrant will not engage in any activity deemed to be the practice of law; however, the Registrant will assist client families with legal reviews related to their investments, business interests, and professional and charitable activities. This process will include educating clients regarding their rights, obligations and potential risks, as well as assisting them in engaging appropriate outside legal counsel.

Liquidity Management: The Registrant remains available to advise clients on their daily and monthly cash management requirements, ensuring that liquidity is maintained to

support outflows. Reconciliation of cash accounts may be offered to clients with significant cash management systems involving multiple providers.

Bill Payment: The Registrant may recommend the services of a third party bill payment service to minimize each client's administrative burden.

WEALTH MAINTENANCE AND TRANSFER, TRUST AND ESTATE, AND TAX PLANNING SERVICES

Many wealthy clients are still in the process of accumulating substantial wealth from various sources. The Registrant anticipates that clients are eager to know whether the wealth that they have already accumulated or expect to acquire is adequate to comfortably achieve their family's key goals. Through rigorous and iterative analysis, the Registrant will help guide clients to reliable conclusions for managing the complex interplay of:

- Family cash flows (income and expense management)
- Appropriate investment returns and risks
- Balance sheet management
- Employment continuation and/or retirement
- Family and philanthropic wealth transfer
- Family business capital investments, distributions, and dissolutions

The Registrant is skilled in:

- Wealth transfer, estate, and incapacity planning
- Charitable planning
- Business succession planning
- Proper utilization and ownership of life insurance and annuities
- Stock option strategies
- Restricted stock
- Lifestyle needs and cash flow analysis
- Financial planning
- Pre-liquidity event, merger and acquisition, and other exit strategy planning

The Registrant has aligned itself with external providers for trusteeship and other fiduciary services.

The Registrant works with clients' attorneys, accountants, and other key advisors to design and implement comprehensive tax minimization plans, often incorporating, among other things, the following planning strategies and techniques:

- Installment Sales to Defective Grantor Trusts and Grantor Retainer Annuity Trusts
- Charitable Remainder Unitrusts and Annuity Trusts (including Net Income Make-up Charitable Remainder Unitrusts), Gift Annuities, Pooled Income Funds, and Charitable Lead Annuity and Unitrusts
- Dynasty, Perpetuity, and Asset-protection GST and Reverse-QTIP Trusts
- Private Trust Companies and Family Banks
- Donor-advised Funds, Supporting Organizations, Community Foundations, and Private Foundations

- Remainder Interest Sales, Reverse Split Purchases, and Qualified Personal Residence Trusts
- Qualified Conservation Easements and Land Preservation and Historic Rehabilitation Tax Credits
- Qualified Terminable Interest Property Trusts, General Power Of Appointment Trusts, Qualified Domestic Trusts, Crummey Trusts, and Life Insurance Trusts
- Limited Partnership Limited Liability Company, S Corporation, Delaware Business Trust, and C Corp Formations and Recapitalizations
- Employee Stock Ownership Plans
- Intra-family Loans and Graegin Loans
- 1031 Exchanges, Exchange Funds, Cashless Collars, and Variable Prepaid Forward Contracts
- Options Exercise, Transfer, Monetization, Diversification, and Tax Liability Deferral Strategies

The Registrant also offers a full suite of income tax projection and planning services to individuals, trusts, charitable entities, and private, closely-held business entities. The Registrant has aligned itself with trusted external service providers (Certified Public Accountants and accountants) for tax compliance services for its clients.

PHILANTHROPY/FOUNDATION ADVISORY SERVICES

In addition to advising families as to philanthropic wealth transfer and/or charitable planning strategies, the Registrant will provide Foundation Advisory Services to ensure that its clients' charitable goals and visions are carried out through meaningful community impact. Fees are detailed below in Item 5. Foundation Advisory Services include:

Foundation management and administration:

- Provide advice on foundation mission, governance, fiduciary and administrative issues
- Monitor cash flow to ensure timely grant-making
- Process grant distributions and report on grants paid
- Serve as address of record for grant inquiries, foundation correspondence and regulatory purposes
- Attend foundation meetings and record foundation minutes
- Engage next generation through educational sessions and workshops on philanthropy

Grants management and administration:

- Develop and/or review foundation guidelines, special funding initiatives, grant-making priorities and application procedures, as needed
- Act as point of contact with grant-seeking organizations and the community
- Initiate outreach to organizations that meet funding priorities
- Review and evaluate grant proposals
- Prepare grant transmittal letters and grant contracts
- Manage grant portfolio and generate grantee reports on use of funds
- Conduct foundation governance and compliance reviews

FAMILY GOVERNANCE

The Registrant's professional team has decades of experience advising wealthy families. The Registrant's team brings this expertise to the design and implementation of a family governance system. The Registrant's services will include:

- Assist in drafting a Family Constitution to govern wealth management philosophies and transfer strategies
- Facilitate multi-generational Family Meetings
- Offer financial Education, Training & Mentoring for younger generations to ensure age appropriate understanding of financial literacy and wealth management issues
- Provide objective counsel in matters requiring Conflict Resolution

ADDITIONAL SERVICES

The Registrant remains available to provide additional services which will generally include additional fees beyond the asset-based fees described in Item 5 below. These services will vary in complexity depending on client needs and objectives. These services are generally not available from competing firms, but are available to the Registrant's clients because of the depth and breadth of experience of the Registrant's professional team. This could include services such as:

- Family Business Oversight: Analyze performance of family businesses and identify opportunities to enhance value through a sale or merger transaction
- Private Aviation Analysis: Evaluate optimal funding to include financing and lease structures, fractional ownership and charter
- Debt Advising & Arranging: Review capital needs, advise on optimal funding structure and arrange funding through external service providers
- Foreign Currency Advising & Arranging: Ensure availability of FX currency, as appropriate

LIMITED INVESTMENT MANAGEMENT SERVICES

As described above, the Registrant's Limited Investment Management Services include only the discretionary investment management of client assets. Clients who engage the Registrant to provide Limited Investment Management Services will **not** receive administrative, planning and/or the various other services detailed above under the Family Office Service heading.

FINANCIAL PLANNING AND CONSULTING SERVICES

The Registrant may provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Registrant's planning and consulting services are offered on a fixed fee basis. The Registrant may also be engaged by a client to complete a project separate and apart from the Registrant's core services.

Prior to engaging the Registrant to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* with Registrant setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Registrant commencing services. If requested by the client, Registrant may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any

such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and **not** the Registrant, shall be responsible for the quality and competency of the services provided. **Please Also Note:** It remains the client's responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant's previous recommendations and/or services.

IMPORTANT DISCLOSURES

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by a client, Registrant may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. The Registrant does not serve as a law firm, accounting firm, or insurance agency, and no portion of Registrant's services should be construed as legal, accounting, or insurance implementation services. Accordingly, Registrant **does not** prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, Registrant may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance agents, etc.). Clients are reminded that they are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation made by Registrant or its representatives. **Please Note:** If the client engages any unaffiliated recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and **not** the Registrant, shall be responsible for the quality and competency of the services provided.

Inverse/Enhanced Market Strategies. The Registrant **may utilize** long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) **inverse relationship** to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) **enhanced relationship** to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be **no assurance** that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct the Registrant, in writing, not to employ any or all such strategies for their accounts.

Structured Notes. The Registrant may purchase structured notes for client accounts. A structured note is a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. It is essentially a note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying asset or assets (such as the S&P 500 Index or commodities). It is this latter feature that makes structured products unique, as the payout can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum

return), and be tailored to a specific market or economic view. In addition, investors may receive long-term capital gains tax treatment if certain underlying conditions are met and the note is held for more than one year. Finally, structured notes may also have liquidity constraints, such that the sale thereof before maturity may be limited.

Retirement Plan Rollovers – No Obligation / Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If the Registrant recommends that a client roll over their retirement plan assets into an account to be managed by the Registrant, such a recommendation creates a conflict of interest if the Registrant will earn an advisory fee on the rolled over assets. No client is under any obligation to roll over retirement plan assets to an account managed by Registrant.

Affiliated Private Funds. The Registrant is affiliated with the HCA-CP6, LP, and HCA-CP7, LP, private equity funds (the “*affiliated funds*”). The complete description of the terms, conditions, risks and fees associated with investing in the *affiliated funds* are set forth in the *affiliated funds*’ offering documents). The Registrant, on a non-discretionary basis, may recommend that qualified clients consider allocating a portion of their investment assets to the *affiliated funds*. The terms and conditions for participation in the *affiliated funds*, including management fees, conflicts of interest, and risk factors, are set forth in each fund’s offering documents. Registrant’s clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Private Investment Funds. Registrant may also provide investment advice regarding unaffiliated private investment funds. The Registrant’s role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in the fund(s) shall be included as part of “assets under management” for purposes of Registrant calculating its investment advisory fee. Registrant’s clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund’s offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may own, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that the Registrant references private investment funds owned by the client on any supplemental account reports prepared by the Registrant, the value(s) for all private investment funds owned by the client shall reflect the most recent valuation provided by the fund sponsor. The current value(s) (to

the extent ascertainable) **could be significantly more or less than the original purchase price.** The client's advisory fee shall be based upon such reflected fund value(s).

Please Also Note: Conflict Of Interest. Because the Registrant and/or its affiliates can earn compensation from the *affiliated private funds* that may exceed the fee that the Registrant would earn under its standard asset based fee schedule referenced in Item 5 below, the recommendation that a client become a *Fund* investor presents a conflict of interest. No client is under any obligation to become a *Fund* investor. **The Registrant's Chief Compliance Officer, Kevin G. Hennessy, remains available to address any questions regarding this conflict of interest.**

Non-Discretionary Service Limitations. Clients that determine to engage the Registrant on a non-discretionary investment advisory basis **must be willing to accept** that the Registrant cannot effect any account transactions without obtaining prior consent to any such transaction(s) from the client. Thus, in the event of a market correction during which the client is unavailable, the Registrant will be unable to effect any account transactions (as it would for its discretionary clients) **without first obtaining the client's consent.**

Independent Managers. The Registrant may allocate (and/or recommend that the client allocate) a portion of a client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the Independent Manager[s] shall have day-to-day responsibility for the active discretionary management of the allocated assets. The Registrant shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which the Registrant shall consider in recommending Independent Manager[s] include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fee charged by the Independent Manager(s) is separate from, and in addition to, the Registrant's investment advisory fee as set forth in Item 5.

Comprehensive Reporting. The Registrant, in conjunction with the services provided by other professionals and/or services, may also provide periodic comprehensive reporting services which can incorporate all of the client's investment assets, including those investment assets that are not part of the assets managed by the Registrant (the "Excluded Assets"). **The client and/or their other advisors that maintain trading authority, and not the Registrant, shall be exclusively responsible for the investment performance of the Excluded Assets.** The Registrant's service relative to the Excluded Assets is limited to reporting and non-discretionary consulting services only, which does not include investment implementation. The Registrant does not have trading authority for the Excluded Assets. As such, to the extent applicable to the nature of the Excluded Assets (assets over which the client maintains trading authority vs. trading authority designated to another investment professional), the client (and/or the other investment professional), and not the Registrant, shall be exclusively responsible for directly implementing any recommendations relative to the Excluded Assets. The Registrant shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded Assets. In the event the client desires that the Registrant provide non-discretionary investment management services (whereby the Registrant would have trading authority) with respect to the Excluded Assets, the client may engage the Registrant to do so pursuant to the terms and conditions of the *Investment Advisory Agreement* between the Registrant and the client.

Harbour Lights Holding Company, Inc. The Registrant is affiliated with Harbour Lights Holding Company, Inc., a domestic for-profit corporation organized in the state of Florida (“HLHC”). HLHC is an advisory client of Registrant. Registrant is also the sole tenant of space owned by HLHC at 9010 Strada Stell Court, Suite 206, Naples, Florida 34109.

HLHC is a Family Office investment adviser firm. HLHC provides advisory services to a single family client, as such, the Registrant shall not recommend the services of HLHC, nor shall the services of HLHC be made available to any client of the Registrant.

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client’s other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant’s previous recommendations and/or services.

Disclosure Statement. A copy of the Registrant’s written Brochure as set forth on Part 2 of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement* or *Financial Planning and Consulting Agreement*.

- C. The Registrant shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client’s investment objective(s). Thereafter, the Registrant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on the Registrant’s services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of February 12, 2019, the Registrant had \$379,800,728 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

A.

INVESTMENT MANAGEMENT

The Registrant provides discretionary and/or non-discretionary investment advisory services on a *fee-only* basis. The Registrant’s annual investment advisory fee shall be based upon a percentage (%) of the market value of the assets placed under the Registrant’s management between 0.40% and 1.15% as follows:

<u>Market Value of Portfolio</u>	<u>% of Assets</u>
First \$5,000,000	1.15%
Next \$5,000,000	0.60%
Next \$10,000,000	0.50%
Next \$20,000,000	0.40%

Registrant's annual investment advisory fee shall include investment advisory services and wealth management services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Registrant), the Registrant may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

* Clients who engage the Registrant to provide Foundation and Grants Management Administration services will be charged an additional fee, between 0.25% to 0.50% of the market value of the assets placed under the Registrant's management.

* As discussed above, clients with a minimum asset level of \$10,000,000 will receive the Registrant's Family Office Services include administrative, planning and various other services detailed above, at no additional fee.

FINANCIAL PLANNING AND CONSULTING SERVICES

Registrant's planning and consulting services are offered on a fixed fee basis. The Registrant's planning and consulting fees are negotiable, but generally begin at \$10,000. The Registrant's fixed fee shall be based upon the level and scope of the service(s) required and the professional(s) rendering the service(s). The Registrant may also be engaged by a client to complete a project separate and apart from the Registrant's core services, in these instances the Registrant's planning and consulting fee shall generally range from \$10,000 to \$50,000 on a fixed fee basis, and from \$50 to \$600 on an hourly rate basis, depending upon to the complexity of the project and the professional(s) rendering the service.

- B. Clients may elect to have the Registrant's advisory fees deducted from their custodial account. Both Registrant's *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. The Registrant shall deduct fees and/or bill clients monthly in arrears, based upon the weighted average value of assets during the preceding month.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that Pershing, LLC ("*Pershing*"), a BNY Mellon Company, serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Pershing* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Registrant's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

Tradeaway/Prime Broker Fees. Relative to its discretionary investment management services, when beneficial to the client, individual equity and/or fixed income transactions may be effected through broker-dealers other than the account custodian, in which event, the client generally will incur either or both of two possible charges; (1) the fee (commission, mark-up/mark-down) charged by the executing broker-dealer, and (2) a separate trade-away and/or prime broker fee charged by the account custodian. Such

charges and fees are used to compensate certain broker-dealers for research provided to HCA.

Asset-Based Fees versus Transaction-Based Fees: Custodians such as *Pershing* are compensated for their services which include, but are not limited to execution, custody and reporting. Custodians can charge a fixed percentage fee for their services based upon the dollar amount of the assets placed in their custody and/or on their platform. This is referred to as an “Asset-Based Fee.” In the alternative, rather than a fixed percentage fee based upon the market value of the assets in its custody, the custodian could charge a separate fee for the execution of each transaction. This is referred to as a “Transaction-Based Fee.” Under a Transaction Based fee, the amount of total fees charged to the client account for trade execution will vary depending upon the number of transactions that are placed for the account. For those clients who elect to engage a custodian on an Asset-Based Fee basis, the Registrant will periodically conduct a review to determine if Asset-Based pricing continues to be beneficial for these clients. Prior to engaging a custodian, regardless of pricing (Asset-Based versus Transaction-Based), the client will be required to execute a separate agreement with the custodian agreeing to such pricing/fees.

- D. Registrant's annual investment advisory fee shall be prorated and paid monthly, in arrears, based upon the weighted average value of assets during the preceding month.

The *Investment Advisory Agreement* between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, the Registrant shall debit the client's account for the pro-rated portion of the unpaid advisory fee based upon the number of days that services were provided during the billing month.

- E. Neither the Registrant, nor its representatives accept compensation from the sale of securities or other investment products.

Item 6 Performance-Based Fees and Side-by-Side Management

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

The Registrant's clients shall generally include ultra-high-net-worth families and charitable organizations. The Registrant generally requires an annual minimum fee of \$15,000 for its investment management services. The Registrant generally requires a minimum asset level of \$10,000,000 for its Family Office Services. The Registrant, in its sole discretion, may charge a lesser investment management fee and/or waive or reduce its minimum fee and/or asset requirements based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

Item 8 **Methods of Analysis, Investment Strategies and Risk of Loss**

- A. The Registrant may utilize the following methods of security analysis:
- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
 - Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
 - Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)

The Registrant may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s). Investing in securities involves an inherent risk of loss that clients should be prepared to bear.

- B. The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

- C. Currently, the Registrant primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities, mutual funds and/or ETFs (including inverse ETFs and/or mutual funds that are designed to perform in an

inverse relationship to certain market indices), independent managers, structured notes and alternative investments on a discretionary basis in accordance with the client's designated investment objective(s).

Item 9 Disciplinary Information

Neither the Registrant nor any management person of the Registrant has been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. The Registrant has no other relationship or arrangement with a related person that is material to its advisory business.
- D. The Registrant does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. As disclosed above, the Registrant has a financial interest in the *affiliated funds*. The terms and conditions for participation in each *affiliated fund*, including management and incentive fees, conflicts of interest, and risk factors, are set forth in the fund's offering documents.
- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security

recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front-running” (i.e., personal trades executed prior to those of the Registrant’s clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant’s “Access Persons”. The Registrant’s securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person’s current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above in Item 11.C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant’s Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at *Pershing*. Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending *Pershing* (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant's duty to seek best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Registrant determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Registrant will seek competitive rates, it may not necessarily obtain the lowest

possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant receives from *Pershing* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Registrant in furtherance of its investment advisory business operations. In these situations the Registrant receives a benefit because the Registrant does not have to produce or pay for research, products or services.

As indicated above, certain of the support services and/or products that *may* be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise. The Registrant *may* have an incentive to select or recommend a broker-dealer based on its interest in receiving research or other products or services, rather than on our client's interest in receiving the most favorable execution.

There is no corresponding commitment made by the Registrant to *Pershing* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Additional Benefits

Registrant has received from *Pershing*, certain additional economic benefits ("Additional Benefits") that may or may not be offered to the Registrant again in the future. Specifically, the Additional Benefits include partial payment for certain research and technology expenses for the benefit of the Registrant. *Pershing* has made regular payments to third party vendors, including Bloomberg, for technology and research related expenses. The Registrant's expectation is that these Additional Benefits will continue to be offered. However, *Pershing* may determine at any time to cease any future Additional Benefits. *Pershing* provides the Additional Benefits to Registrant in its sole discretion and at its own expense, and neither the Registrant nor its clients pay any fees to *Pershing* for the Additional Benefits. Registrant and *Pershing* have not entered into any written agreement to govern the Additional Benefits.

The Registrant's Chief Compliance Officer, Kevin G. Hennessy, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest.

2. The Registrant does not receive referrals from broker-dealers.
3. The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Registrant to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Registrant. Higher transaction costs adversely impact account performance. **Please Also Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

The Registrant's Chief Compliance Officer, Kevin G. Hennessy, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that the Registrant provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless the Registrant decides to purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or "bunch" such orders to seek best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom Registrant provides investment supervisory services, account reviews are conducted on an ongoing basis by the Registrant's Principals and/or representatives. All investment supervisory clients are advised that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to

review financial planning issues (to the extent applicable), investment objectives and account performance with the Registrant on an annual basis.

- B. The Registrant may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian for the client accounts. The Registrant shall also provide a written monthly report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant receives an economic benefit from *Pershing*. The Registrant, without cost (and/or at a discount), receives support services and/or products from *Pershing*.

There is no corresponding commitment made by the Registrant to *Pershing* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

The Registrant's Chief Compliance Officer, Kevin G. Hennessy, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest.

- B. Neither the Registrant nor any management person of the Registrant compensates, directly or indirectly, any non-supervised person for client referrals.

Item 15 Custody

The Registrant shall have the ability to have its advisory fee for each client debited by the custodian on a monthly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant shall also provide a written monthly report summarizing account activity and performance.

Please Note: To the extent that the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of the Registrant's advisory fee calculation. Clients should carefully review statements received from their custodian.

Item 16 Investment Discretion

The client can determine to engage the Registrant to provide investment advisory services on a discretionary basis. Prior to the Registrant assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming the Registrant as the client's attorney and agent in fact, granting the Registrant full authority to buy, sell, or otherwise effect investment transactions (thereby effecting the amount of a particular security in the client's account) involving the assets (securities) in the client's name found in the discretionary account.

Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions, **in writing**, on the Registrant's discretionary authority (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant's use of margin, etc.).

Item 17 Voting Client Securities

- A. Unless the client directs otherwise in writing, the Registrant is responsible for voting client proxies (**However**, the client shall maintain exclusive responsibility for all legal proceedings or other type events pertaining to the account assets, including, but not limited to, class action lawsuits.) If the Registrant is responsible for voting client proxies, the client shall generally not be afforded the ability to direct the Registrant on any proxy vote. Instead the Registrant shall vote proxies in accordance with its Proxy Voting Policy, a copy of which is available upon request.

The Registrant shall monitor corporate actions of individual issuers and investment companies consistent with the Registrant's fiduciary duty to vote proxies in the best interests of its clients. Although the factors which Registrant will consider when determining how it will vote differ on a case by case basis, they may, but are not limited to, include a review of recommendations from issuer management, shareholder proposals, cost effects of such proposals, effect on employees and executive and director compensation. With respect to individual issuers, the Registrant may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), the Registrant may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers.

Absent mitigating circumstances and/or conflicts of interest (to the extent any such circumstance or conflict is presented, if ever, information pertaining to how the Registrant addressed any such circumstance or conflict shall be maintained by the Registrant), it is the Registrant's general policy to vote proxies consistent with the recommendation of the senior management of the issuer. However, in the event that a conflict of interest is presented, effected clients shall be notified in advance of the proxy vote and be afforded the opportunity to direct the Registrant in the voting of their respective shares.

The Registrant shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act. Copies of Rules 206(4)-6 and 204-2(c)(2) are

available upon written request. In addition, information pertaining to how the Registrant voted on any specific proxy issue is also available upon written request. Requests should be made by contacting the Registrant's Chief Compliance Officer, Kevin G. Hennessy.

- B. To the extent that a client has determined to vote their own proxies, the client will receive their proxies or other solicitations directly from their custodian. Clients may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200 per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Kevin G. Hennessy, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.